

AMERICAN SADDLEBRED HORSE ASSOCIATION, INC. AMERICAN SADDLEBRED REGISTRY

Joint Board of Directors Meeting

Marriott Griffin Gate Resort and Hotel
Lexington, Kentucky

Saturday, February 14, 2009
3:30 p.m. Eastern Time

MINUTES

[As Approved March 24, July 6, 2009]

(Association)

Members Present: Betsy Boone, Vicki Gillenwater, Louise Gilliland, Nelson Green, Carl Holden, Germaine Johnson, Scott Matton, Barbara Molland, Mary Ann Pardieck, Dr. Alan Raun, Jimmy Robertson, Paul Treiber, Judy Werner, William Whitley, Art Zubrod.

(Association)

Members Absent: Dr. Margaret McNeese, Jim Ruwoldt. One seat is vacant.

(2008 Registry)

Members Present: President Judith Werner; Vice President Anne Stafford; Secretary Barbara Molland; Treasurer Jimmy Robertson; Directors Mary Anne Cronan, Lisa Duncan, Robert Ruxer.

(2008 Registry)

Members Absent: Dr. Margaret McNeese, Brian Reimer.

Others Present:

Immediate Association Past-President Mary Anne Cronan;
UPHA Vice President Bret Day.
Counsel Jeff Streepey, Executive Secretary Alan Balch.

- I. **The meeting was called to order** by Mrs. Mary Anne Cronan, past president, at 3:40 p.m., inasmuch as the incoming board had not yet elected leadership. She asked Mr. Balch to call the roll and he noted that quorums of both the 2009 Association and 2008 Registry boards were in attendance. The agenda was adopted as circulated in board materials.

II. Nomination and Election of Officers

Mrs. Cronan called upon Mrs. Pardieck to present the first report of the Nominating Committee for Officers, upon which she served as chair, along with Ms. Gillenwater and Mr. Robertson. She reported that the committee proposed the slate of officers as follows: President, Judith Werner; First Vice President, Victoria Gillenwater; Second Vice President, Barbara Molland; Secretary, Paul Treiber; Treasurer, Jim Ruwoldt. Mrs. Pardieck noted that all had agreed to serve, if elected. *Ms. Boone moved that the slate as presented be elected, Mr. Zubrod seconded, and the motion carried unanimously.*

Mrs. Werner assumed the chair for the remainder of the meeting.

III. Authorization/Designation of Executive Committee

Mr. Balch reviewed the language in the Association's bylaws, Article IX, Section 1, describing the Executive Committee, and the board's past practice in this regard. Following discussion, *Ms. Gillenwater moved, and Mr. Robertson seconded, that the Executive Committee be authorized to include the officers as elected, with the addition of Ms. Cronan as immediate past president of the Association, provided she was willing to serve. Ms. Cronan agreed, and the motion carried unanimously.*

IV. Appointment of Nominating Committee Members, 2010 Election

Mrs. Werner called upon Mr. Balch to report on the election by Association members of their seats on the Nominating Committee. Mr. Balch advised that the Association members present at the Annual Meeting earlier in the day, either in person or by proxy, had elected Nancy Boone (North Carolina) and Shirley Trail (West Virginia). The floor was opened for nominations from the board, and Ms. Molland (California) and Mr. Zubrod (Kentucky) were elected from the board to the Nominating Committee. The president appoints the chairman of the committee per the bylaws, and Mrs. Werner indicated she would invite Dr. McNeese to chair the committee when she could speak with her.

V. Consideration of 2009 Budget

Mrs. Werner advised that the proposed budget for the Association had been endorsed by the Finance Committee, and that all was in order for its consideration and approval. *Mr. Holden moved to approved the budget, Ms. Pardieck seconded the motion, and it carried unanimously.*

Mr. Balch reported briefly on teleconference meetings of the Finance Committee and the Human Resources and Compensation Committee regarding the plan for

staff restructuring and payroll contraction, given the need to govern Association and Registry business according to economic forecasts.

VI. Executive Secretary's Report

Mr. Balch commented that while exact figures are not yet available, it appears as though the convention attendance will be approximately equal or perhaps a bit lighter than previous years. Ms. Johnson noted the strength and enthusiasm of the Youth Conference. A discussion ensued of how the Marriott as the new location has been working, with both positives and negatives noted. Mr. Balch reminded the directors of their approval of a multi-year contract with the Marriott in July 2008, based on very favorable room rates and costs when compared with the previous location, and savings by producing the Saddlebred Ball in the hotel rather than off-site.

He also drew the directors' attention to the formal policies and guidelines for directors provided each director, and requested their formal annual approval. *Mr. Green moved the formal adoption of the Guidelines and Policies, Mr. Treiber seconded his motion, and it carried unanimously.*

VII. American Saddlebred Registry, 2008 Board of Directors

a. Consideration of Pending Minutes

Ms. Cronan moved the approval of the minutes as published from the October 29, 2008 meeting, Ms. Duncan seconded the motion, and it carried unanimously.

b. Consideration of Registry Committee Report/Recommendations

Registrar Balch reported on length staff preparation and recommendations to the Registry Committee on two matters of longstanding consideration. Both matters involved possibly accepting applications for registering horses under extraordinary circumstances, Registry Rule Section III, M.

After due consideration, the Registry Committee adopted the staff recommendation that four (4) mares registered in South Africa could be registered in the American Saddlebred Registry, even though not physically in the United States, and made the same recommendation to the Registry board of directors, per the rules. *Ms. Stafford moved the adoption of the Registry Committee's recommendation, Mr. Robertson seconded the motion, and it carried unanimously.*

In the second matter, Mr. Balch reported at some length on the circumstances, and noted that the staff did not recommend invoking the rule above, but brought the matter forward to the Registry Committee for its consideration. The Registry Committee similarly declined to recommend to the board that the rule be invoked in this case. The merits of the case were described to the board of directors, and no action was taken.

c. Other

- i. Mr. Balch brought forward from the Breeders Committee to the joint boards a proposal to insure that a breeder could make a prefix or suffix to a name permanent, while permitting the remainder of the name to be changed, under a possible rule change. Two separate motions were considered to enable this proposal, and both failed to achieve a majority in favor. By consensus, upon the basis of the full discussion undertaken, Mr. Balch was instructed to refer this matter to the new Registry Committee for further consideration and elaboration as to possible elaborated rule language and fees.
- ii. *Mr. Robertson moved, and Ms. Molland seconded, that the Futurities Committee recommendation be adopted to allow participation in Registry Futurities for any Saddlebred registered in a foreign registry approved by the American Saddlebred Registry, and the motion carried unanimously.*
- iii. *Ms. Stafford moved, and Mr. Robertson seconded, that the Futurities Committee recommendation be adopted to add a Three-Gaited Park section to the National Three-Year-Old Futurity, and the motion carried unanimously.*
- iv. *Mr. Robertson moved, and Ms. Cronan seconded, that the Futurities Committee recommendation be adopted to announce breeding information in in-hand classes only after the classes have been finally placed, and the motion carried unanimously.*
- v. Mr. Matton reported on the Pleasure Disciplines Committee recommendations regarding the Saddlebred Record program, to extend equal and retroactive points for horses competing in Country Pleasure. A lengthy discussion ensued, and it was the sense of the board that this matter should be referred to the Registry Committee for additional evaluation, due to its complexity and the previous evolution of the program.
- vi. A report was received and discussion held on Riding Schools/Programs, how riders in Academy might or do relate to ASHA, and the point was made strongly that without strong feeder programs, the breed is greatly weakened.

VIII. Nomination and Election of Registry Board, 2009

Mrs. Werner called upon Mrs. Pardieck for the Second Report of the Nominating Committee for Officers, who explained that the bylaws of the Association and Registry require that not less than six directors of the Association be elected as directors of the Registry, and that the Registry's bylaws required that the president, secretary, and treasurer of the Registry's board must be elected by that board from those individuals. With that in mind, she stated that the Nominating Committee for Officers recommended the following 11 individuals be elected to the Registry board: Mary Anne Cronan, Lisa Duncan, Louise Gilliland [A], Chuck Herbert, Dr. Margaret McNeese [A], Barbara Molland [A], Brian Reimer, Jimmy Robertson [A], Bob Ruxer, Judith Werner [A], and Art Zubrod [A]. (The

designation [A] indicates a director of the Association.) *Ms. Pardieck moved that the slate be approved, and Ms. Gillenwater seconded the motion, which carried unanimously.*

IX. Committee Reports

Mr. Balch suggested that staff will circulate written reports of the committee meetings to the entire board.

X. Old Business

Mrs. Werner suggested that the board consider how to fill the vacancy opened by the resignation of Mr. Howard within 30 days, and urged directors who have candidates they would like considered to notify the staff or one of the officers. Mrs. Molland, as past chair of the Nominating Committee, stated that she would provide Mrs. Werner with the top candidates considered by the Nominating Committee in 2008.

XI. New Business

With reference to the 2009 Nominating Committee, *Dr. Raun stated that he had consulted with Mr. Streepey and asked him to draft a possible amendment to the bylaws regarding the Nominating process, and moved the adoption of the following amendment to the bylaws, Article III, Part 2: "The nominating committee shall select a slate of candidates for the board of directors from senior members of the association who have been members for at least three (3) years preceding nomination. The slate shall consist of two (2) or more candidates than the number of positions to be filled." Mr. Holden seconded the motion.*

A long discussion was undertaken with almost every director contributing ideas and experiences and opinions, along with staff. Ms. Pardieck read selections on the subject from Sturgis' *Standard Code of Parliamentary Procedure*, as the Association's official reference for procedures. The beliefs and perceptions of the membership on the matter were debated, as well as past elections and practices and membership participation in contested and uncontested elections. When after extensive debate *a vote was called on the motion, there were nine (9) voting no, three (3) voting yes, two (2) abstaining, and the motion did not carry; therefore the bylaws were not so amended.* In the aftermath of the election, directors and staff commented on the excellence of the debate and the strength of all arguments presented, and the importance of the fact that this matter continues to be thoroughly considered by the board of the Association.

XII. Adjournment

Due to the lateness of the hour, and with no further business to come before the board(s), the meeting was adjourned by agreement of all directors, at 6:00 p.m.

Submitted by: _____

Alan F. Balch
Executive Secretary